

BOARD OF TRUSTEES
The MetroHealth System

Date: May 23, 2018

Time: 8:00 a.m.

Place: The MetroHealth System Board Room

Present: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers

Staff: Dr. Boutros, Ms. Allen, Dr. Boulanger, Ms. Brown, Dr. Chehade, Mr. Jones, Dr. Kasprzak, Ms. Kline, Mr. Phillips, Ms. Platten, Mr. Richmond, Mr. Stern, Dr. Thomas, Ms. Wahl, Dr. Watts

MINUTES OF MEETING

The meeting was called to order by Mr. McDonald at 8:00 a.m.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

1. Minutes

The Board approved the Minutes of the Regular Meeting of March 28, 2018.
RESOLUTION 19197.

2. Consent Agenda

A. Audit Committee - No Meeting

B. Community Engagement Committee - None

C. Diversity and Inclusion Committee - None

D. Facilities and Space Committee

1. The Board unanimously approved the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Project. The total fees for this additional work shall not exceed \$289,933, for a total amended fee amount not to exceed \$30,354,206, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19198.
2. The Board unanimously approved the amendment of the agreement with Turner Construction Company to provide additional pre-construction services to support the design assist requirements for the Project. The total fees for this additional work shall not exceed \$13,172,825 for a total amended fee amount not to exceed \$14,272,835 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19199.

3. The Board unanimously approved the engagement of Solar Testing Laboratories, Inc. to provide material testing consulting services for the Project for fees based on unit pricing for specific categories of anticipated material testing required for designated building systems as set forth on Exhibit A, not to exceed \$1.5 million to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19200.

E. Finance Committee

1. The Board unanimously adopted and approved the Investment Policy for The MetroHealth System substantially in the form attached thereto as Exhibit A, subject to certain format changes which will not change the substantive terms of the Policy. The Investment Committee shall have the authority to make such changes as it deems appropriate consistent with the objectives and intent of the Policy and which the Committee shall present to the Board at its next meeting. This Policy, as it may be amended from time to time, also will serve as the Charter for the Investment Committee. RESOLUTION 19201.

F. Legal and Government Relations Committee - None

G. Patient Experience Committee - None

H. Executive Committee - None

I. Quality and Safety Committee - None

3. President and CEO's Report

Dr. Boutros indicated that his report was provided in the Board book and brought to the Board's attention a few items. A letter from the Commission of Economic and Inclusion was received by Dr. Boutros congratulating MetroHealth on receiving the award and for being included in their Hall of Fame for Diversity and Inclusion this year. In speaking of Diversity and Inclusion, Dr. Boutros announced that MetroHealth's management team and several of its Board Members have been in two separate searches for a Chief Human Resources Officer and a Chief Diversity Officer. An extraordinary candidate, Alan Nevel, was found to be able to fulfill both roles, has signed an agreement with Metrohealth, and will be starting on June 18, 2018, noting Mr. Nevel is a Clevelander who has been running Fisher Scientific global diversity initiatives all over the world. Bikur Cholim of Cleveland, an Orthodox Jewish community which provides assistance to improving health and well-being to the community and the sick, has recognized MetroHealth and is assisting MetroHealth to create programs for the Orthodox Jewish communities in Cleveland Heights. Dr. John Chae has been appointed Vice President of Research for The MetroHealth System and will continue overseeing rehabilitation but stepping down from his role as service line leader for Neuromusculoskeletal, noting the Dyad will be conducting a search to select a new service line leader. Dr. Boutros reported that MetroHealth will report financial results of the community hospitals in the near future and indicated that Parma had reached a census of 12 and admitted its first surgical patients, noting that volumes in total have been on track from discharges, inpatient admissions, and observations compared to projections. Lastly, Dr. Boutros announced that Dr. Sara Laskey will be leaving MetroHealth the end of May to pursue other advisory roles in the health care industry, and Dr. Brook Watts was asked by Dr. Boutros and has accepted the role in assisting MetroHealth with some of the responsibilities for Patient Experience.

4. Nursing/Magnet Report - Melissa Kline, Chief Nursing Officer

Ms. Kline recognized five nurses, one inter-professional team, and one friend of nursing for their outstanding achievements at the Nursing Excellence Award Ceremony on May 8, 2018. Three Nurse Senate scholarships were presented, two \$1,000 scholarships to nurses and a new \$500 scholarship to a non-nurse attending a nursing program. Wendy Eisenloeffel, MSN, RN was recognized by Kent State University College of Nursing at the Twelfth Annual Barbara Donaho Distinguished Leadership in Learning Awards for her outstanding preceptorship of students and nurses. Lastly, Ms. Kline reviewed with the Board that the Nurse Senate is one of the shared governance councils made up entirely of nursing staff that elects a chair and co-chair that sponsor different fund raising activities that give back to MetroHealth, its nursing staff and the community, noting two of the main fund raising activities being uniform sales that provide a portion of those sales given back to the Nursing Senate to support events throughout the department and hospitals through donations to community organizations, homeless shelters, women's shelters and two to three scholarships to nurses attending school to either achieve their Bachelors, Masters, or Doctorate.

5. Medical Staff

A. Report of Medical Staff President - Dr. Timothy Kasprzak

Dr. Kasprzak recognized several awards of the Medical Staff: Dr. Eileen Seeholzer for one of her articles being selected for the inaugural edition of "The Best of Health Promotion Practice"; Dr. Natalie Hinchcliffe being the Arnold P. Gold Foundation's Winner in Humanism in Medicine Award from Case Western Reserve University students; and Dr. Michael Raddock being selected by the Ohio Academy of Family Physicians as the Family Medicine Educator of the Year. Dr. Kasprzak announced this was his last Board meeting to be attended; Dr. Sandra Werner, an Emergency Room physician, will be the new President of the Medical Staff. He thanked the Medical Staff publicly for the opportunity to serve them, Dr. Boulanger for his leadership with the Medical Staff, and Dr. Boutros and the Board for the strategic vision to move forward with the building of the new hospital and the care delivery opportunities in Cuyahoga County. Dr. Kasprzak announced that Dr. Jessica Lovich-Sapola was elected to be President-Elect of the Medical Staff. Mr. McDonald made a motion and the Board unanimously approved the Medical Staff and Allied Health appointments, actions and reappointments, as well as the Medical Executive Committee Minutes of March 9, 2018, and April 13, 2018.

B. Approval of Medical Staff/Allied Health Providers Appointments/Actions/Reappointments - April/May 2018

1. The Board unanimously approved the Medical Staff Appointments/Actions/Reappointments for April/May 2018. RESOLUTION 19202.

C. Medical Executive Committee Minutes - March 9, 2018, and April 13, 2018

D. Report of Case Western Reserve, School of Medicine - Dr. Patricia Thomas

Dr. Thomas reported that Case Western Reserve University (CWRU) held its commencement on May 20, 2018, along with a wonderful celebration. MetroHealth participated and she thanked Dr. Boulanger for being a member on the platform shaking hands with approximately 196 medical students receiving a diploma that day. The following day CWRU School of Medicine admitted 35 new Physician Assistant students being the third class of Physician Assistants. Faculty Council later approved moving

forward with a new degree program titled Doctorate of Physical Therapy hoping to be launched in academic year 2022, noting MetroHealth being a great partner with CWRU in the development of that program.

6. Audit Committee - No Meeting

7. Community Engagement Committee

A. Report of Committee Chairperson

Mr. McDonald, as the unofficial Chair of the Community Engagement Committee, asked Ms. Allen to report on the Committee meeting held on April 18, 2018. The Community Health Needs Assessment had been published and broadly distributed and an update of the five priorities discussed. MetroHealth has seen progress in the first priority around opioids that will also be discussed at the Annual Meeting. ~~Known~~ ^{Known} as the Risk Campaign, a joint venture between Cuyahoga County, the County Executive's Office and MetroHealth, has won national awards in three categories and has gained interest country-wide due to the material developed for distribution with no brand attached so it can be used by other organizations. The Infant Mortality priority update was given, noting that MetroHealth, as well as Dr. Boutros, is active in First Year Cleveland.

~~Sleep~~ is another program being developed by MetroHealth. Dr. Jim Mizak reviewed the Chronic Diseases priority and, while he is passionate on this subject and could have a whole program based on his work, he mainly spoke about the Feeta program which reaches out to the Hispanic community and teaches people how to cook with less salt and less fat to keep the taste and feed their families in a healthier way. Reverend Tony Minor spoke of the Community Trauma priority that has the most power and the most interest but is the least developed. During the remainder of 2018 MetroHealth will develop a program that will assist more in the area of Community Trauma, noting that Sara Hendrickson is already assisting people who have been direct victims of trauma and is not only helping them get clinically well, but assisting with the emotional support to help them re-enter their lives in a healthier way. MetroHealth is researching programs in the United States to assist in Community Trauma that involves feelings that surface through a faith-based community and would like to assist with that on the Cleveland's East side. Dr. Boutros stated that Community Trauma does not always involve people who are direct subjects of physical or emotional trauma, but involves a community whereby people are unemployed, the streets are dirty, and there is housing insecurity and violence which creates a community of people feeling a sense of hopelessness and helplessness that needs to change if the community is to heal and get better and, in order to assist, requires intervention to address these issues which there is very little research. The final priority reviewed was Community Building in the Clark/Fulton neighborhood that would focus not only on clinical issues but those that involve housing and economic development that would make the area of Clark/Fulton healthier.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Progress Update on Community Health Needs Assessment and Five Priority Areas

8. Diversity and Inclusion Committee

A. Report of Committee Chairperson

Dr. Boutros gave the Diversity Committee report in Ms. Whiting's absence. The first report was the 2018 Enterprise Diversity Goals and the new report models were introduced and demonstrated, noting that Target at least will be achieved on most of the goals. The Office of Inclusion and Diversity has had great success on its education program, the intervention results, and training for staff. Significant improvement has been made in language access centering around delivering patient care whereby people know what their preferred language is, noting that 97% of the people know their ethnicity, their race, and their preferred language and approximately 3% do not. MetroHealth continues to be at or above Target for the interviewing and management teams for each of physician diversity and inclusion and gender inclusive. Supplier Diversity's results were ahead of last year while the Community Business Enterprise discussion centered around the development of the neighboring businesses and communities and purchasing from those businesses. Dr. Boutros stated that the Diversity Committee in its five years has made great progress at MetroHealth and continues to strive for deeper analytics of specific measures to ensure equity across the spectrum.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. 2018 Enterprise Diversity Goals
 - b. Office of Inclusion and Diversity
 - c. Talent Acquisition
 - d. Supplier Diversity
 - e. Community Business Enterprise

9. Facilities and Space Committee

A. Report of Committee Chairperson

Mr. Monnolly began his report stating that Facilities Management conducted a life safety audit at all MetroHealth facilities that resulted in 2,750 findings, noting approximately 41% of those findings to date are closed. The Facilities Department reported on the following to date for 2018: (1) completed 83 projects with another 38 in process; (2) initiated 33 capital projects with approximately \$1.38 million of work; and (3) approval given for eight additional FTEs to provide 24/7 Facilities coverage at both new satellite hospitals which will supply faster support and response time to the health care centers surrounding those hospitals. An outline of a summary sheet was presented by Mr. Jones on the Campus Transformation for use in tracking the progress of the project broken down into four different phases and a cost summary broken down into seven categories to effectively track cost versus budget on the project moving forward. Six floors of the View Road parking garage have been poured to date with the seventh floor to be completed by the end of June and working to complete the infrastructure thereafter with completion of the garage in mid-September. Schematics of the site plan for the new campus was reviewed along with the stacking diagrams of the new hospital floors. Mr. Monnolly then reviewed the Consent Agenda resolution for \$13 million to Turner Construction which will provide improvements of the existing View Road and upgrading and relocating major utilities for the new hospital with a portion of the money being used to provide design support for the subcontractors involved for their work on the

mechanical, plumbing, electrical and building structural systems, noting that the fees approved were in the original budget and cost of the new hospital system. Mr. Jones added that the Board will begin to see additional approvals needed to be made concerning design trade contracts and the actual builders of these projects during the design phase present as part of the implementation of the project.

Dr. Boutros reported that within the next few months MetroHealth is expected to have an unannounced survey completed by the Joint Commission and, since MetroHealth has undergone extensive expansion in the past three years, nearly twice as many inspection hours will be needed and the team probably will be a lot larger due to the amount of additional facilities added. Dr. Watts elaborated that approximately 50 percent of the ambulatory facilities will need to be surveyed.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Campus Transformation Update
 - b. Facilities Management Update

10. Finance Committee

A. Report of Committee Chairperson

Dr. Silvers stated that the Finance Committee met on April 18, 2018 and that the EBIDA listed on the income statement was 7.1 percent above our Target for this period and 16.9 percent above 2017. The change in debt is affecting matters which MetroHealth knew it would. The Governmental Accounting Standards Board (GASB), the report of OPERS pension with the state of Ohio, does not get reflected in the statement, but will be recorded at the end of the year.

Mr. Richmond reported a strong quarter at 16.9 percent over prior year and 7.1 percent over Target; Operating Income was 56.4 percent over prior year and 33.5 percent over Target, noting both achieved EBIDA Targets as well as the Operating Income. There was an increase of 9.2 percent in volumes over the equivalent last year, noting 9.2 percent equals approximately 3,000 additional visits across the Emergency Departments. The patient acuity increased which affects the case mix index, noting the case mix index increased approximately 6.4 percent over the same period last year. The payor mix for Medicare increased approximately one percent over last year and self-pay decreased. The Statement of Net Position, also known as the Balance Sheet, shows receivables increased approximately \$8 million and the days in the Emergency Room remain approximately 49, noting the average revenue per day increased as well as the volumes and acuity of patients. Mr. Richmond then explained the average reimbursement having to do with the inpatient payor mix, noting the average reimbursement on a commercial payor is approximately \$16,000, the average reimbursement on a Medicare patient is approximately \$15,000, and the average reimbursement on a Medicaid patient is approximately \$9,000, and the average reimbursement of those who are uninsured or self-paid patients who do not qualify for Medicaid or other programs is approximately \$500. The first quarter unrestricted cash and investments reported in the black compared to 2017; cash was generated from operations but reported there were anticipated settlement payments, debt service payments, and capital withdrawals. At the end of 2018, MetroHealth's projection for cash from operations is projected to be approximately \$440 million. The first covenant compliance matters discussed was the days' cash on hand covenant being 75 days, and at the end of the first quarter it was

137 days which is above the BBB- hospital medians for the three rating agencies. The second covenant compliance reviewed was the minimum debt service coverage ratio being 1.0, which is the overall Target or requirement covenant Target and MetroHealth reported being at 4.46 and noted this will go down over time as debt service increase over time.

Dr. Boutros added that MetroHealth has an approved Investment Policy which will allow new investments created by the Investment Committee of the Board of Trustees to improve MetroHealth's excess margin in the future. He also discussed the increased population of patients who are uninsured or on Medicare or Medicaid, noting that patient growth is higher with Medicare versus Medicaid and that only one out of three Medicaid patients in the County are cared for by MetroHealth while MetroHealth cares for one out of ten Medicare patients and one out of thirteen commercial patients in the County indicating approximately 40% of the uninsured population comes to MetroHealth.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. First Quarter 2018 Financial Results
 - b. First Quarter 2018 Operating Performance Statistics and Ratios
 - c. MetroHealth Investment Policy & Implementation
 - d. Accounting & Financial Reporting for Postemployment Benefits Update (GASB 75)

C. New Business

1. Approval of the Expanded Scope of Work and Continued Engagement of Kaufman Hall as the System's Financial Advisor

Mr. Richmond reviewed with the Board that Kaufman Hall has been MetroHealth's financial advisors for several years and have been assisting MetroHealth through the several matters with the Transformation. It is preferred to have Kaufman Hall continue to assist MetroHealth in evaluating the capacity to support future strategic investments, noting the resolution amount is not to exceed \$380,000 and is within MetroHealth's budget.

The Board unanimously approved the expanded scope of work and continued on-going engagement of Kaufman Hall as the System's Financial Advisor for the purpose of providing financial planning, advice and guidance related to financial matters relating to the Transformation, continuing disclosures, credit ratings and performance improvement opportunities in 2018, for an aggregate fee increase not to exceed \$380,000 plus reasonable out-of-pocket expenses, to be paid out of general operating funds. RESOLUTION 19203.

2. Approval of the Purchase of Certain Capital Equipment

Mr. Richmond reviewed with the Board a capital purchase resolution for endoscopy scopes, surgical instruments, displays, cameras, and carts for both MetroHealth's Main Campus and the Parma facilities not to exceed \$1.3 million, noting any capital resolution greater than \$1 million needs to be presented to the Board of Trustees for approval and this resolution is also within the capital budget.

The Board unanimously approved the purchase of certain capital equipment as list on the attached Exhibit A, for costs not to exceed the amounts shown, to be paid out of available capital funds. RESOLUTION 19204.

11. Legal and Government Relations Committee

A. New Business

In Ms. Whiting's absence, Mr. Phillips reported to the Board that since there was no Legal and Government Relations Committee meeting scheduled during the month of June that there are three time-sensitive items and, in discussing them with Dr. Boutros, recommended the need to bring them before the main Board meeting in May since the next Board meeting will not be held until July 25, 2018. The latter two will be reserved for discussion in Executive Session since they include litigation, either pending or imminent.

1. Approval of Workers' Compensation Insurance Program

Mr. Phillips reviewed with the Board that this workers' compensation resolution normally would be included in the Consent Agenda and, since the beginning of 2018, the workers' compensation expense and insurance cost has been reviewed historically in terms of the market and timing and this resolution is out of cycle with the other liability insurance coming through and approved each year at the December Board meeting. MetroHealth's insurance consultant and broker Willis brought to our attention that we are required to set aside approximately \$1.5 million of funding since we self-insure up to \$1.25 million for workers' compensation claims and in addition we purchase a commercial excess policy for claims greater than the \$1.25 million, noting for the most recent year MetroHealth has paid a \$230,000 premium for the for this excess policy. Ohio law requires MetroHealth, as the employer, to retain the first \$50,000 of exposure, and this policy was set to expire the end of March 2018 with an extension from Willis being given until the end of May 2018. In completing the analysis it is proposed, as outlined in the resolution, to retain the first \$50,000, purchase a policy from our own Select Assurance Captive for claims between the \$50,000 and the \$1.25 million, and purchase a new commercial excess policy for claims greater than \$1.25 million, giving MetroHealth the lowest premium and best terms.

The Board unanimously approved the purchase of workers' compensation employer's liability insurance for the policy period of June 1, 2018, through May 31, 2019, and paid out of operating funds from: (a) Select Assurance Captive LLC for coverage of claims in excess of \$50,000 with limits of \$1,250,000 at a funding premium not to exceed \$723,000; and (b) Midwest Employers for coverage of claims in excess of \$1,250,000 with limits of \$500,000,000 at a premium not to exceed \$177,000. RESOLUTION 19205.

- 2. Approval of the Retention of Special Counsel for a Litigation Matter (Executive Session)**
- 3. Approval of Claim Settlement No. 14-23-0814 (Executive Session)**

12. Patient Experience Committee

A. Report of Committee Chairperson

Ms. Dee stated that the Patient Experience Committee met on May 9, 2018, and the first matter on the Agenda was a presentation on the priority areas of the Community Health Needs Assessment. Rev. Tony Minor, Manager of the Faith Communities Outreach at MetroHealth, and Karen Cook, Manager of Community Health Advocacy Initiative, provided an overview of what Ms. Allen and Dr. Boutros reviewed earlier concerning the priorities of the Community Health Needs Assessment in the Community Engagement Committee. The Assessment was completed by the Center for Community Solutions in 2017 reiterating the five proposed priorities being Infant Mortality, Opioid Epidemic, Racial/Ethnic Disparities in Chronic Disease, Community Building in the Clark-Fulton Neighborhood, and Community Trauma in the East side neighborhood, the East side neighborhood specifically involving Buckeye, Mt. Pleasant, and Union Miles. The discussion centered around Community Trauma and the closing of the Lee-Harvard Clinic by MetroHealth in that area, and a team was formed to partner with the faith-based community leaders on health and wellness and discussed the development of Healing Circles, noting additional discussion concerning a community trauma program being formed to address adverse community experiences that affects hope, despair, apathy to participate in civic endeavors, and other similar issues.

A presentation update on the call center, now referred to as the Network Service Center, and The MyMetro Program was given by Jennifer Esposito, Senior Director of Access, and Dr. Raymond Hong, and the number 216-MyMetro is being established to simplify access to centralize requests for appointments and other needs from the community. Ms. Dee thanked Dr. Boutros for the detailed effort being paid to access in the community as matters have greatly improved, noting there are still some issues needing to be resolved as the process is not fully completed. Katie Davis, nurse and Director of the School Health Program, and Linda Jackson, Director of Arts in Medicine, provided a report on the Students Are Free to Express (SAFE) Pilot project developed based on the awareness of the mental health of the youth MetroHealth serves that are part of the Cleveland Municipal School District schools and indicated that professional development at these schools are now screening the children seen for depression, anxiety, substance abuse and suicidality and professional development is being expanded further at the schools and providers of MetroHealth to provide mental health first aid training and infusing the arts into the behavior health concepts with the students. Grades 9 and 10 at John Adams High School, Lincoln-West School of Science and Health, and Lincoln-West School of Behavior Studies have been provided programs containing expressive therapies through theater, poetry, music, dance and visual arts that have been well received by the students and teaching staff and a community performance in the Storm already experienced.

Lastly, Dr. Sara Laskey provided an update on the patient experience initiatives and data on the responses of patients served in the ambulatory network for willingness to recommend our services based on their satisfaction with access to routine appointments as well as the most urgent appointments, noting that in March there was a slight decrease in satisfaction due to the call center move as Dr. Boutros had mentioned earlier. Ms. Dee stated that this was also Dr. Laskey's last Board meeting.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Toward a Trauma Informed Community Response
 - b. The SAFE Project
 - c. Data Review

13. Executive Committee – No Report

14. Quality and Safety Committee

A. Report of Committee Chairperson

Mr. Moss stated that the Quality and Safety Committee met on May 9, 2018, and six topics were discussed. New clinical representatives to the Quality Committee were introduced: Medical Director of Patient Safety, Dr. Joseph Golob; Council of Chairs Representative Brian Mercer; Vice President of Operations, Larry Chadwick; Nursing Representative, Marina Abramov, RN; Medical Staff President, Dr. Sandra Werner; and Pharmacy Representative, Michael Gutridge. Dr. Brook Watts updated the Committee on the Medicare Star Rating, what it involves, and the fact that there has been a significant delay in the data being reported, noting in 2017 a release of data from 2016 was received. She stated a preliminary report containing data through mid-2017 was received in April that will produce a new star rating to be released in July, and it is expected to be placed on the public website shortly thereafter. Dr. Boutros noted our goal is to be a three-star hospital and stated he does not know of any public hospitals such as MetroHealth that are above three stars, noting that MetroHealth is disproportionately impacted by the star rating due to the high amount of Medicaid and uninsured patients seen at MetroHealth. Dr. Glenn Wera gave a presentation on the Orthopedics Division Joint Replacement Readmission which is a program designed to target the risks associated with readmission and joint replacement surgery, noting the program marks improvement and implementation of further advancements include pre-operative medical optimization, utilization of a care coordinator, watching new techniques, and using best practices in infection prevention. Matthew Kaufmann, Director of the Quality Institute, provided a review of the 2018 quality goals MetroHealth, noting significant improvements in the acute care goals concerning the central line infections and the associated urinary tract infections and too early to draw conclusions concerning the 2018 inpatient safety quality results. The Institute for Health Care Improvement's basic course for health care workers is now being offered to all staff as part of the effort to improve MetroHealth's quality efforts, and more than 80 staff members participated in the first round of classes with more classes to be offered soon. Lastly, MetroHealth is expecting a visit from the Joint Commission in the next 60 days with efforts being placed on patient care, infection control, environmental care and tracer audits that will continue beyond the survey.

B. Non-Consent Agenda

1. Action Items – None
2. Information Items
 - a. Introduction to New Members
 - b. Orthopedics Quality Improvement
 - c. 2018 Goals Update
 - d. Organization QI Education (IHI)
 - e. Joint Commission Preparation

15. Nominating Committee - No Report

16. External Affairs Report - Elizabeth Allen, Senior Vice President, External Affairs

Ms. Allen began her report stating that MetroHealth will begin a year-long tribute to Dr. Martin Luther King Jr. as this is the 50th anniversary of his death. The first of a series of programs by MetroHealth committed to continuing his crusade for social and economic justice will be held on June 19, 2018, at 4 p.m. in Scott Auditorium by Reverend Otis Moss who knew Dr. King well and will speak on his personal experiences with Dr. King, noting Leon Bibb will be the Moderator. MetroHealth has partnered with Tri-C in holding this event; the public and the neighborhood communities with a fair number of people who may have marched with Dr. King and have had personal relationships with him are invited and encouraged to share their experiences throughout the year. This year's Annual Meeting will be held on Friday, June 29, 2018, at the Convention Center, and MetroHealth will be building excitement on unveiling the model of the real hospital that will be built. Progress on the opioid epidemic will be discussed, as well as those unexpected matters. Dr. Boutros started this Annual Meeting five years ago as a way to be transparent and accountable to the community for what MetroHealth does with the personnel and funds to live MetroHealth's mission and vision.

Dr. Boutros added that in addition to the discussion of Dr. Martin Luther King Jr. that this is also the 50year anniversary of the Poor People's Campaign and March, which was part of Dr. King's legacy revolving around economic justice. MetroHealth for the past couple of years has been concentrating on community development and the like to bring awareness and reigniting discussion to have other people join MetroHealth in resolving the difficult problem people in Cleveland and the neighboring communities are having concerning participation in economic changes being made and requiring continued assistance from social programs involving Cuyahoga County, the state of Ohio, and the federal government.

17. Foundation and System Philanthropy Report - Kate Brown - President, The MetroHealth Foundation and MHS Chief Development Officer

Ms. Brown began her report by indicating that the Mt. Sinai Health Care Foundation Annual Meeting this year will be held on June 14, 2018, at Severance Hall and will be a celebration of the Nurse Family Partnership and, more importantly, the partnership between MetroHealth and Mt. Sinai in bringing this program to Cleveland. Dr. David Olds started the Nurse Family Partnership in Colorado 30+ years ago and will be the key note speaker. His team was at MetroHealth in January and February doing a film which featured Dr. Boutros and Dr. Mercer and the team met with families who were part of our program. Ms. Brown indicated electronic invitations will be sent on behalf of The MetroHealth Foundation and invitation copies will also be available after the meeting. Save the Date cards should have been received for the GALA 2018 event being held on October 6, 2018, at the Hilton, noting anticipated attendance to be approximately 600. Three confirmed presenting sponsors to date for this event include KeyBank, Medical Mutual of Ohio and Minute Men Staffing Services, with a possible fourth being the MetroHealth Medical Staff. This year the Bernie Moreno Companies has partnered with MetroHealth, The Cleveland Clinic and University Hospitals with a program to donate a portion of car sales proceeds during the months of June, July, and August to each of these three hospitals to support the Keys for Kids initiative that will specifically assist the school health program for MetroHealth.

A motion was unanimously passed by roll call vote to go into Executive Session to discuss trade secrets, litigation and other matters that may be deemed confidential by law.

Following the Executive Session, the meeting reconvened in open session at approximately 10:00 a.m.

18. Other Board Items

1. Approval of the Retention of Special Counsel for a Litigation Matter (Executive Session)

The Chair reviewed the recommendation for engagement of Scott+Scott Attorneys at Law LLP to represent the System in a certain litigation matter and there being no further questions proposed the following resolution.

The Board unanimously approved the retention of Scott+Scott Attorneys at Law LLP to represent the System in a certain litigation matter for fees to be paid only out of any recovery awarded to the System from the court in the matter and capped at out-of-pocket expenses plus an amount not to exceed 22.5% of such recovery. RESOLUTION 19206.

2. Approval of Claim Settlement No. 14-23-0814 (Executive Session)

The Chair noted that a specific settlement had been reviewed in Executive Session and there being no further questions, he was proposing the following resolution.

The Board unanimously authorized and ratified settlement of Claim No. 14-23-0814 in the amount of \$400,000, to be paid from The MetroHealth System Self-Insurance Trust Fund. RESOLUTION 19207.

3. Affirmation of the Expenditure of Certain MetroHealth System Funds

The Chair reviewed the affirmation of the expenditure of certain MetroHealth System funds and there being no further questions proposed the following resolution.

The Board unanimously affirmed that the funds which MetroHealth receives from the Cuyahoga County Health and Human Services Levy will be segregated from patient care services funds and continue to be deposited in a separate bank account and such funds will be used exclusively in connection with the care and treatment of Cuyahoga County residents. RESOLUTION 19208.

The meeting adjourned at approximately 10:20 a.m.

NEXT MEETING: July 25, 2018 (WEDNESDAY) - 8:00 a.m.

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

Akram Boutros, M.D., FACHE
President and Chief Executive Officer